
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

**Date of Report: November 13, 2009
(Date of earliest event reported)**

ENTEROMEDICS INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-33818

Delaware
**(State or other jurisdiction
of incorporation)**

48-1293684
**(IRS Employer
Identification No.)**

2800 Patton Road, St. Paul, Minnesota 55113
(Address of principal executive offices, including zip code)

(651) 634-3003
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 13, 2009, EnteroMedics Inc. (the "Company") received two additional notices from The Nasdaq Stock Market ("Nasdaq") advising that for the last 30 consecutive business days, the Company's listed securities have failed to maintain (i) a minimum Market Value of Publicly Held Shares ("MVPHS") of \$15,000,000 and (ii) a minimum bid price of \$1.00 per share required for continued listing on the Nasdaq Global Market. Nasdaq further advised the Company that in accordance with the Nasdaq listing rules, the Company has a grace period of 90 calendar days, or until February 11, 2010, to regain compliance with the minimum MVPHS rule and a grace period of 180 calendar days, or until May 12, 2010, to regain compliance with the minimum bid price rule. Nasdaq will deem the Company to have regained compliance with these rules if at any time during the respective grace periods the Company's listed securities comply with the rules for a minimum of ten consecutive business days.

As previously reported on a Current Report on Form 8-K filed by the Company on October 23, 2009, the Company received a notice from Nasdaq on October 19, 2009 advising that it had failed to maintain the minimum market value of listed securities required for continued listing on the Nasdaq Global Market and had a grace period until January 19, 2010 to regain compliance.

The Company intends to actively monitor its performance with respect to each of these listing standards and will consider available options to resolve the deficiencies and regain compliance with the Nasdaq rules. In the event that the Company is unable to regain compliance with each of these listing standards prior to the expiration of the respective grace periods, the Company will apply to transfer its common stock to the Nasdaq Capital Market or appeal any delisting notice.

On November 19, 2009, the Company issued a press release announcing the receipt of the Nasdaq deficiency letters. A copy of the please release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 19, 2009.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTEROMEDICS INC.

By: _____ /s/ GREG S. LEA
Greg S. Lea
Senior Vice President and Chief Financial Officer

Date: November 19, 2009

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 19, 2009.



Contact:
Enteromedics Inc.
Greg S. Lea
(651) 789-2860
ir@enteromedics.com

Enteromedics Receives Notice of NASDAQ Listing Deficiencies

ST. PAUL, Minn., November 19, 2009 – Enteromedics Inc. (NASDAQ: ETRM), the developer of medical devices using neuroblocking technology to treat obesity and other gastrointestinal disorders, announced today that on November 13, 2009 it received two Nasdaq Staff Deficiency Letters indicating that, for 30 consecutive business days, the Company's listed securities did not maintain the minimum Market Value of Publicly Held Share (MVPHS) of \$15,000,000 as required by Listing Rule 5450(b)(2)(C) and did not maintain a minimum bid price of \$1.00 per share as required by Listing Rule 5450(a)(1).

The Company has been provided 90 calendar days, or until February 11, 2010, to regain listing compliance with rule 5450(b)(2)(C), which can be achieved if the Company's MVPHS closes at \$15,000,000 or more for a minimum of ten consecutive business days during this time, and 180 days, or until May 12, 2010, to regain listing compliance with rule 5450(a)(1), which can be achieved if the Company's common stock closes at or above \$1.00 per share for a minimum of ten consecutive business days during this time. Enteromedics previously announced that, on October 19, 2009, it received a Nasdaq Staff Deficiency Letter indicating that, for ten consecutive business days, the Company's common stock did not maintain the minimum Market Value of Listed Securities (MVLS) of \$50,000,000 as required by Listing Rule 5450(b)(2)(A). The Company was provided 90 calendar days, or until January 19, 2010, to regain listing compliance with rule 5450(b)(2)(A). The Company's common stock will continue to be listed on the Nasdaq Global Market during this period.

In the event the Company does not regain compliance prior to expiration of the respective grace periods, it will receive written notification that its securities are subject to delisting. The Company may, at that time, appeal the Staff's determination to a Hearing's Panel. Such an appeal, if granted, would stay delisting until a Panel ruling. Alternatively, the Company may choose to apply for transfer to the Nasdaq Capital Market, provided it satisfies the requirements for continued listing on that market. There can be no assurance that the Company will be able to reestablish or maintain compliance with listing criteria on either Nasdaq market or that an appeal, if taken, would be successful.

About Enteromedics Inc.

Enteromedics is a development stage medical device company focused on the design and development of devices that use neuroblocking technology to treat obesity and other

gastrointestinal disorders. EnteroMedics' proprietary neuroblocking technology, VBLOC® vagal blocking therapy, is designed to intermittently block the vagus nerves using high-frequency, low-energy, electrical impulses. EnteroMedics is currently conducting a feasibility study examining VBLOC Therapy's effects on blood glucose levels in diabetic patients outside of the United States. For more information, visit www.enteromedics.com.

Forward-Looking Safe Harbor Statement:

This press release contains forward-looking statements about EnteroMedics Inc. Our actual results could differ materially from those discussed due to known and unknown risks, uncertainties and other factors including our limited history of operations; our losses since inception and for the foreseeable future; our lack of regulatory approval for our Maestro® System for the treatment of obesity; our preliminary findings from our EMPOWER™ pivotal trial; our ability to comply with the Nasdaq continued listing requirements; our ability to commercialize our Maestro System; our dependence on third parties to initiate and perform our clinical trials; the need to obtain regulatory approval for any modifications to our Maestro System; physician adoption of our Maestro System and VBLOC® vagal blocking therapy; our ability to obtain third party coding, coverage or payment levels; ongoing regulatory compliance; our dependence on third party manufacturers and suppliers; the successful development of our sales and marketing capabilities; our ability to raise additional capital when needed; our ability to attract and retain management and other personnel and to manage our growth effectively; potential product liability claims; potential healthcare fraud and abuse claims; potential healthcare legislative reform and our ability to obtain and maintain intellectual property protection for our technology and products. These and additional risks and uncertainties are described more fully in the Company's filings with the Securities and Exchange Commission, particularly those factors identified as "risk factors" in the Company's Form 10-K dated March 12, 2009. We are providing this information as of the date of this press release and do not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

Caution-Investigational device. Limited by U.S. Federal law to investigational use.

The implantation procedure and usage of the Maestro® System carry some risks, such as the risk generally associated with laparoscopic procedures and those related to treatment as described in the EMPOWER clinical trial informed consent.

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